

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24989 FILED

June 11, 2004

JUN 14 '04

4-16 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as of October 1, 2000, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Georgia Pacific Corporation
133 Peachtree NE, 15th Floor
Atlanta, GA 30303

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 7,452 cubic foot, 100-ton woodchip gondola railcars,
marked and numbered AOK 31015 through AOK 31034, inclusive.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

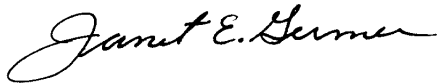
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
June 11, 2004
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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of October 1, 2000 between Greenbrier Leasing Corporation, Lessor, and Georgia Pacific Corporation, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

GEORGIA-PACIFIC CORPORATION ("LESSEE")

OCTOBER 1, 2000

SCHEDULE NO. 1

OCTOBER 1, 2000

This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of OCTOBER 1, 2000, by and between GREENBRIER RAILCAR, INC., a Delaware corporation, ("Lessor") and GEORGIA-PACIFIC CORPORATION, a Georgia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 7452 cubic foot, 100-ton woodchip gondola railcars, marked and numbered AOK 31015 through AOK 31034.
2. The Lease Agreement and Schedule No. 1 thereto shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER RAILCAR, INC.

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Vice President

DATE: 6/10/04

LESSEE:

GEORGIA-PACIFIC CORPORATION

BY: Michael P. McCollum

NAME: Michael P. McCollum

TITLE: President, W & F Supply

DATE: June 9, 2004

MEW
PBL
SAB

STATE OF OREGON)

COUNTY OF CLACKAMAS)

) ss.

On this 10th day of June, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Georgia)

COUNTY OF Gwinnett)

) ss.

On this 1st day of June, 2004, before me personally appeared Michael P. McCollum me personally known, who being by me duly sworn, says that s/he is the President, VP & S of GEORGIA-PACIFIC CORPORATION that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Donna C. Morrell
NOTARY PUBLIC

My commission expires:

Donna C. Morrell
Notary Public, Gwinnett County, Georgia
My Commission Expires June 2, 2006

